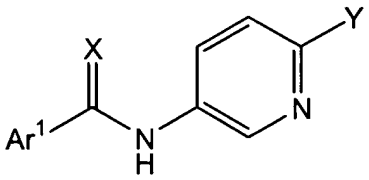
Amendments to the Claims: Please delete claim 1-48 and add new claims 49-69. This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1. - 48. (Canceled)

49. (New) A composition comprising a pharmaceutically acceptable excipient and a compound of the formula:



wherein,

Ar^1 is a substituted or unsubstituted heteroaryl group selected from indolyl, substituted indolyl, benzofuranyl, substituted benzofuranyl, furanyl, substituted furanyl, substituted thienyl, isothiazolyl, substituted isothiazolyl, pyrazolyl, and substituted pyrazolyl and substituted phenyl

such that when Ar^1 is substituted heteroaryl it bears a substituent which is selected from halogen, alkyl, halo(C_1-C_4)alkyl, (C_1-C_4)alkoxy, halo(C_1-C_4)alkoxy, nitro, cyano, $-NR^7C(O)R^8$, $-NR^7R^8$, phenyl and substituted phenyl, and

when Ar^1 is substituted phenyl it bears a substituent which is selected from halogen, halo(C_1-C_4)alkyl, (C_1-C_4)alkoxy, halo(C_1-C_4)alkoxy, nitro, cyano, $-NR^7R^8$, phenyl and substituted phenyl, wherein

R^7 and R^8 are members independently selected from the group consisting of hydrogen, (C_1-C_8)alkyl, substituted (C_1-C_8)alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C_1-C_4)alkyl and substituted aryl(C_1-C_4)alkyl, or R^7 and R^8 taken together with the nitrogen to which each is attached form a 5-,

6- or 7-membered ring optionally having additional heteroatoms at the ring vertices.;

X is a member selected from the group consisting of O, S and N-R^1,

wherein,

R^1 is a member selected from the group consisting of H, (C_1-C_8)alkyl, substituted (C_1-C_8)alkyl, heteroalkyl, substituted heteroalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C_1-C_4)alkyl, substituted aryl(C_1-C_4)alkyl, CN, -C(O)R^2, -OR^3, -C(O)NR^3R^4, and -S(O)$_2$NR^3R^4,

wherein,

R^2 is a member selected from the group consisting of (C_1-C_8)alkyl, substituted (C_1-C_8)alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, alkaryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C_1-C_4)alkyl and substituted aryl(C_1-C_4)alkyl;

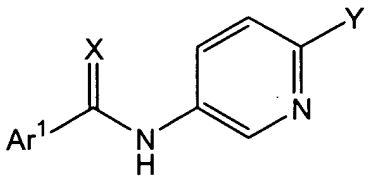
R^3 and R^4 are each members independently selected from the group consisting of hydrogen, (C_1-C_8)alkyl, substituted (C_1-C_8)alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C_1-C_4)alkyl and substituted aryl(C_1-C_4)alkyl, or R^3 and R^4 can be combined with the nitrogen to which each is attached to form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices; and

Y is a member selected from the group consisting of halogen, C_1-C_4 alkyl, C_1-C_4 substituted alkyl, -OCH_3 and –OCF_3.

50. (New) The method according to claim 49, wherein X is O.

51. (New) The method according to claim 49, wherein Ar^1 is a member selected from the group consisting of substituted or unsubstituted 2-indolyl and substituted or unsubstituted 2-thienyl.

52. (New) A composition comprising a pharmaceutically acceptable excipient and a compound of the formula:



wherein,

Ar^1 is substituted phenyl bearing a substituent $-NC(O)R^7R^8$, wherein

R^7 and R^8 are members independently selected from the group consisting of hydrogen, substituted (C_1-C_8)alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C_1-C_4)alkyl and substituted aryl(C_1-C_4)alkyl, or R^7 and R^8 taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices.;

X is a member selected from the group consisting of O, S and $N-R^1$,

wherein,

R^1 is a member selected from the group consisting of H, (C_1-C_8)alkyl, substituted (C_1-C_8)alkyl, heteroalkyl, substituted heteroalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C_1-C_4)alkyl,

substituted aryl(C_1-C_4)alkyl, CN, -C(O)R^2, -OR^3, -C(O)NR^3R^4, and -S(O)$_2$NR^3R^4,

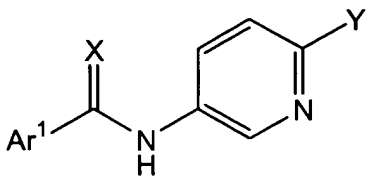
wherein,

R^2 is a member selected from the group consisting of (C_1-C_8)alkyl, substituted (C_1-C_8)alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, alkaryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C_1-C_4)alkyl and substituted aryl(C_1-C_4)alkyl;

R^3 and R^4 are each members independently selected from the group consisting of hydrogen, (C_1-C_8)alkyl, substituted (C_1-C_8)alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C_1-C_4)alkyl and substituted aryl(C_1-C_4)alkyl, or R^3 and R^4 can be combined with the nitrogen to which each is attached to form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices; and

Y is a member selected from the group consisting of halogen, C_1-C_4 alkyl, C_1-C_4 substituted alkyl, -OCH_3 and –OCF_3.

53. (New) A composition comprising a pharmaceutically acceptable excipient and a compound of the formula:



wherein,

Ar^1 is substituted or unsubstituted multiple ring aryl, wherein Ar^1 substituents are members selected from the group consisting of halogen, alkyl, halo(C_1-C_4)alkyl, (C_1-C_4)alkoxy, halo(C_1-C_4)alkoxy, nitro, cyano, $-NR^7C(O)R^8$, $-NR^7R^8$, phenyl and substituted phenyl,

R^7 and R^8 are members independently selected from the group consisting of hydrogen, substituted (C_1-C_8)alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C_1-C_4)alkyl and substituted aryl(C_1-C_4)alkyl, or R^7 and R^8 taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices;

X is a member selected from the group consisting of O, S and N-R^1,

wherein,

R^1 is a member selected from the group consisting of H, (C_1-C_8)alkyl, substituted (C_1-C_8)alkyl, heteroalkyl, substituted heteroalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C_1-C_4)alkyl, substituted aryl(C_1-C_4)alkyl, CN, $-C(O)R^2$, $-OR^3$, $-C(O)NR^3R^4$, and $-S(O)_2NR^3R^4$,

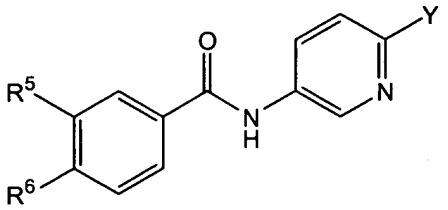
wherein,

R^2 is a member selected from the group consisting of (C_1-C_8)alkyl, substituted (C_1-C_8)alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, alkaryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C_1-C_4)alkyl and substituted aryl(C_1-C_4)alkyl;

R^3 and R^4 are each members independently selected from the group consisting of hydrogen, (C_1-C_8)alkyl, substituted (C_1-C_8)alkyl, cycloalkyl, substituted cycloalkyl, heteroalkyl, substituted heteroalkyl, heterocyclyl, substituted heterocyclyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, aryl(C_1-C_4)alkyl and substituted aryl(C_1-C_4)alkyl, or R^3 and R^4 can be combined with the nitrogen to which each is attached to form a 5-, 6- or 7-membered ring optionally having additional heteroatoms at the ring vertices; and

Y is a member selected from the group consisting of halogen, C_1-C_4 alkyl, C_1-C_4 substituted alkyl, -OCH_3 and –OCF_3.

54. (New) A composition comprising a pharmaceutically acceptable excipient and a compound of the formula:



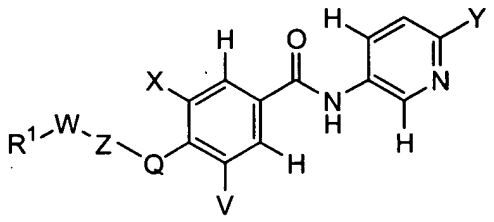
wherein,

Y is a member selected from the group consisting of halogen, C_1-C_4 alkyl, C_1-C_4 substituted alkyl, -OCH_3 and –OCF_3; and

R^5 and R^6 are members independently selected from the group consisting of H, halogen, substituted or unsubstituted alkyl, halo(C_1-C_4)alkyl, nitro, cyano and substituted or unsubstituted phenyl, with the proviso that both R^5 and R^6 are not H.

55. (New) The composition according to claim 54, wherein R^5 and R^6 are members independently selected from the group consisting of H, F, and Cl, with the proviso that both R^5 and R^6 are not H.

56. (New) A composition comprising a pharmaceutically acceptable excipient and a compound of the formula:



wherein Y is a member selected from methyl, trifluoromethoxy, $-CF_3$ or halo;

V and X are members independently selected from H, halo, substituted or unsubstituted lower alkyl, substituted or unsubstituted lower heteroalkyl, NO_2, CN, CF_3, $C(O)NR^{11}R^{12}$ and $C(O)R^{13}$;

R^1, R^{11}, R^{12} and R^{13} are members independently selected from substituted or unsubstituted lower alkyl, substituted or unsubstituted lower heteroalkyl, substituted or unsubstituted carbocycle, substituted or unsubstituted heterocycle, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl, in which R^{11} and R^{12} optionally can be joined into a ring;

Q and W are members independently selected from $-(CR^2R^3)_t-(CH_2)_n-$, $-(CH_2)_n-(CR^2R^3)_t$, $-C(R^4)=C(R^5)-$, and $-C\equiv C-$ wherein

R^2 and R^3 are members independently selected from H, F, substituted or unsubstituted lower alkyl or substituted or unsubstituted lower heteroalkyl, in which R^2 and R^3 are optionally joined to form a cyclic structure which is a member selected from the group consisting of cycloalkyl and heterocycle groups, or R^2 and R^3 together with the carbon to which they are attached form -C(O)-;

Z is a member selected from –O-, $-S(O)_m-$, $-N(R^4)-$, $-N(R^4)C(O)-$, $-C(O)N(R^4)-$, -C(O)-, $-N(R^4)C(O)N(R^5)-$, $-N(R^4)C(O)O-$, $(CR^2R^3)_t$, and $-SO_2N(R^4)-$, wherein

R^4 and R^5 are members independently selected from the group consisting of H, substituted or unsubstituted lower alkyl, substituted or unsubstituted lower heteroalkyl, substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl, in which R^1 is optionally joined together with either X or R^4 to form a substituted or unsubstituted heterocycle;

m is an integer from 0 to 2, inclusive;

n is an integer from 0 to 3, inclusive; and

t is an integer from 0 to 2, inclusive.

57. (New) The composition according to claim 56, wherein Y is a member selected from chloro and methyl.

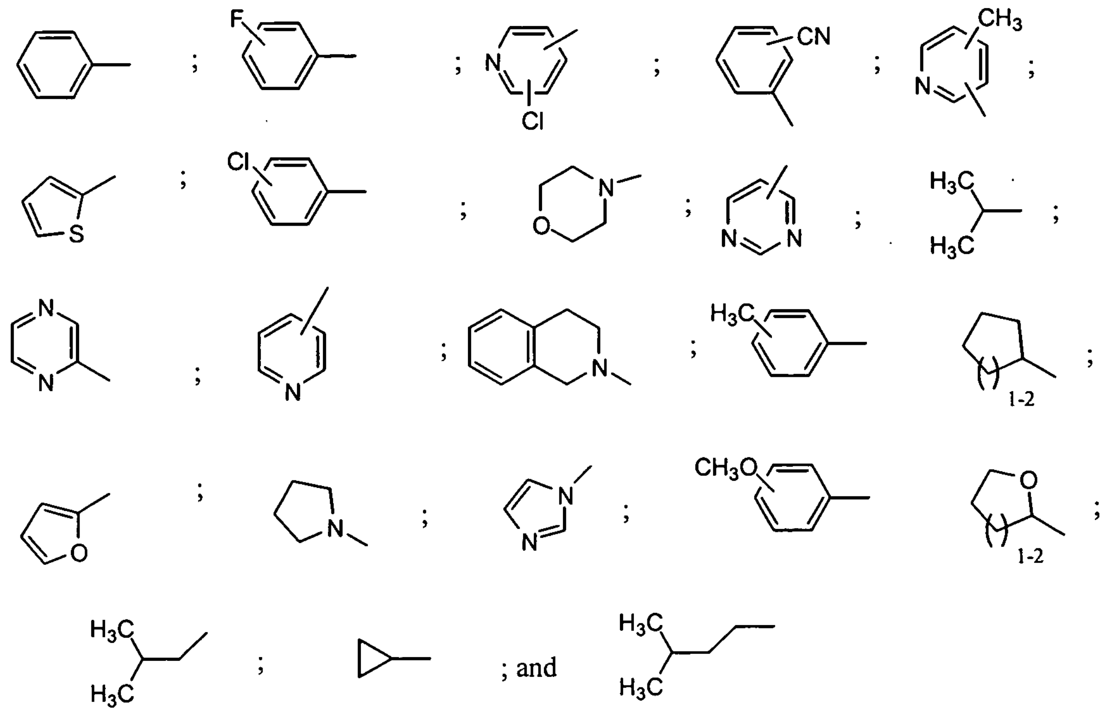
58. (New) The composition according to claim 56, wherein V and X are members independently selected from the group consisting of H, halo, substituted or unsubstituted lower alkyl, and $-CF_3$.

59. (New) The composition according to claim 56, wherein Z is a member selected from the group consisting of –S-, SO_2-, $-(CR^2R^3)_t-$, and –O-.

60. (New) The composition according to claim 58, wherein Z is a member selected from the group consisting of –S-, SO_2-, $-(CR^2R^3)_t-$, and –O-.

61. (New) The composition according to claim 56, wherein R^4 is H.

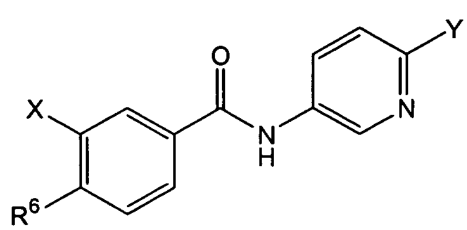
62. (New) The composition according to claim 58, wherein R^1 is a member selected from the group consisting of:



63. (New) The method according to claim 58, wherein n is an integer from 0 to 2, inclusive; and t is an integer from 0 to 1, inclusive.

64. (New) The composition according to claim 56, wherein said compound has a structure which is a member selected from the group consisting of the compounds set forth in **FIG. 1**.

65. (New) The composition according to claim 56, wherein said compound has the structure:



wherein

R^1-W-Z-Q- is R^6, and R^6 is selected from the group consisting of H, halogen, substituted or unsubstituted alkyl, halo(C_1-C_4)alkyl, nitro, cyano, substituted or unsubstituted phenyl, R^9O-; R^9S-; R^9NH-; R^9NH-; $R^9NHS(O)_2$-; $R^9S(O)_2$-, with the proviso that both X and R^6 are not H;

wherein R^9 is a member selected from aryl, and alkylaryl, when there is more than one R^9 group per molecule, each R^9 group is independently selected; and

Y is a member selected from halogen, C_1-C_4 alkyl, -OCH_3, and -OCF_3.

66. (New) The composition according to claim 65, wherein the alkyl component of said alkylaryl group is a C_1-C_4 alkyl group.

67. (New) The composition according to claim 65, wherein said aryl group of R^9 is heteroaryl.

68. (New) The composition according to claim 65, wherein the aryl component of said (C_1-C_4)alkylaryl group is a substituted or unsubstituted aryl group.

69. (New) The composition according to claim 65, wherein the aryl component of said (C_1-C_4)alkylaryl group is a substituted or unsubstituted heteroaryl group.